

PRISM JOHNSON LIMITED

CIN : L26942TG1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016

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Corporate Office : Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given to the shareholders of Prism Johnson Limited that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘**Act**’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (‘**MCA**’) in continuation to the circulars issued earlier in this regard (‘**MCA Circulars**’), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘**SS-2**’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (‘**SEBI Listing Regulations**’) and any other applicable rules, laws, regulations, and notifications, the ordinary and special resolutions appended below for divestment of the Company’s entire shareholding in Raheja QBE General Insurance Company Limited, a material unlisted subsidiary of the Company, and appointment of Mr. Sanjaykumar Shivajee Roy (DIN: 10174959) as Director, liable to retire by rotation, and as a Whole-time Director designated as Executive Director & CEO (RMC) of the Company, respectively, are proposed for approval of the shareholders of the Company through Postal Ballot, by remote e-voting only through electronic process (‘**remote e-voting**’).

An explanatory statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the rules issued thereunder, the MCA Circulars and the SEBI Listing Regulations, setting out all material facts and reasons pertaining to resolutions mentioned in this Postal Ballot Notice (‘**Notice**’) is appended hereto for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad (Membership No. FCS – 3738) as the Scrutiniser for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company is sending this Notice only in electronic form to those shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘**RTA**’)/ Depositories / Depository Participants and shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section ‘General information and instructions relating to e-voting’ in this Notice to cast their vote electronically. Shareholders, who are eligible to vote as on March 13, 2026 (‘**Cut-off date**’), are requested to cast their vote through the remote e-voting process not later than 5:00 P.M. IST on Friday, April 17, 2026 failing which it will be strictly considered that no vote has been received from the shareholder(s).

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to its shareholders on the proposed resolutions.

Accordingly, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.

A copy of this Notice and the accompanying documents are also placed on the website of the Company at www.prismjohnson.in and will also be available on the websites of BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and also on the website of KFin Technologies Limited ('KFin'/'RTA') at <https://evoting.kfintech.com>.

The Scrutiniser will submit her report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The results of Postal Ballot through remote e-voting will be declared within two working days from the conclusion of the remote e-voting and will be displayed along with the Scrutiniser's Report at the Registered Office as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at www.prismjohnson.in and on the website of KFin at <https://evoting.kfintech.com>.

Special Business:

1. Divestment of the Company's entire shareholding in Raheja QBE General Insurance Company Limited, a material unlisted subsidiary of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (**'the Act'**) read with the rules made thereunder, Regulation 24(5) and 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions of any other laws for the time being in force (including any statutory modification(s), amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), the memorandum and articles of association of the Company, and subject to receipt of necessary approvals, consents and permissions as may be required from relevant regulatory/ governmental authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred under this resolution), consent of the members of the Company be and is hereby accorded to the Board for the sale / transfer of the Company's entire shareholding in Raheja QBE General Insurance Company Limited (**'RQBE'**), a material unlisted subsidiary of the Company, constituting 51% of the paid-up equity share capital of RQBE on a fully diluted basis, to QBE Holdings (AAP) Pty Limited (**'QBE'**), the existing shareholder of RQBE (**'Proposed Transaction'**) on such terms and conditions set out in the share purchase agreement dated March 2, 2026 executed by and amongst the Company, RQBE and QBE (**'Share Purchase Agreement'**) for an aggregate consideration of ₹324 Crores, which consideration is subject to certain adjustments upon completion of the Proposed Transaction, in the manner set out in the Share Purchase Agreement.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including executing, delivering and performing such agreements, undertakings, contracts, deeds and other documents, filing applications and making representations in respect thereof and seeking approval from relevant authorities as applicable, and deal with any matters, take necessary steps in the matter as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and to take such steps, as may be considered necessary or expedient to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

2. Appointment of Mr. Sanjaykumar Shivajee Roy (DIN: 10174959) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) as amended from time to time and the provisions of articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjaykumar Shivajee Roy (DIN : 10174959), who was appointed as an Additional Director of the Company in accordance with the provisions of Section 161(1) of the Act and the articles of association of the Company with effect from March 2, 2026 and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things in its absolute discretion, deem necessary, proper or desirable, including filing the requisite forms or submission of documents with any authorities or accepting any modifications to the clauses as required by such authorities so as to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be

deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

3. Appointment of Mr. Sanjaykumar Shivajee Roy as Whole-time Director, designated as Executive Director & CEO (RMC) of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as may be amended from time to time, and the articles of association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred under this resolution), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the appointment of Mr. Sanjaykumar Shivajee Roy (DIN : 10174959) as Whole-time Director, designated as Executive Director & CEO (RMC), a Key Managerial Personnel within the meaning of the Act, for the period, terms as to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, with full liberty to the Board, in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/ change the terms and conditions of the Agreement, from time to time, as may be agreed to by the Board and Mr. Roy.

1. Period:

Three years with effect from March 2, 2026.

2. Remuneration:

- (i) Remuneration, by way of salary, perquisites, incentives, allowances, and commission, which together shall not, in any financial year, exceed ₹ 3.57 Crores (Rupees Three Crore Fifty Seven Lakhs only), as may be decided by the Board from time to time.
- (ii) In addition, Mr. Roy shall be entitled to the following:
 - (a) Company’s contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

- (b) Gratuity payable and encashment of leave as per the rules of the Company;
- (c) Reimbursement of Expenses: Entertainment, travelling and all other expenses incurred by him for the business of the Company and such other expenses as per the policy of the Company; and
- (d) A car for official purposes which shall not be included in the calculation of perquisites.”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Act are exceeded in any financial year(s), during the currency of tenure of Mr. Roy as Executive Director & CEO (RMC) of the Company, the above mentioned remuneration be paid to Mr. Roy, as minimum remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authorities or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with the rules issued thereunder stating all material facts and reasons for the proposals set out in the resolutions are annexed herewith. Further, additional information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India are also annexed herewith.
2. The Notice along with the instructions regarding remote e-voting is being sent only by email to all the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on the Cut-off date i.e. **Friday, March 13, 2026** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar & Transfer Agent, KFin Technologies Limited (‘KFin’/‘RTA’).
3. Shareholders may note that the Notice will also be available on the Company’s website at <https://www.prismjohnson.in>, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>. As per the MCA Circulars, the Company will not be despatching physical copies of Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to any shareholder for this Postal Ballot.

4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the due procedure as stated in Note No. 14 of this Notice.
5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be considered eligible for the purpose of remote e-voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the Cut-off date. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.
6. Shareholders are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on Cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
7. Shareholders cannot exercise votes by proxy on Postal Ballot. A shareholder need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
8. In terms of provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of KFin to provide remote e-voting facility to its shareholders. Details regarding User ID and Password along with other instructions relating to remote e-voting are set out in Note No. 15 below.
9. The voting period for remote e-voting commences on **Thursday, March 19, 2026 at 9:00 A.M. IST** and ends on **Friday, April 17, 2026 at 5:00 P.M. IST**. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently or cast the vote again.
10. The results of the remote e-voting declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.prismjohnson.in and on the website of KFin at <https://evoting.kfintech.com> and shall be communicated to BSE and NSE, where the securities of the Company are listed and shall also be displayed at the Registered Office as well as at the Corporate Office of the Company.
11. The Scrutiniser's decision on the validity of the Postal Ballot remote e-voting shall be final.
12. The resolutions, if passed by the requisite majority through the Postal Ballot remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, April 17, 2026.
13. **Procedure for Inspection of Documents:** All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on investor@prismjohnson.in.

14. **Procedure for registering the email address and obtaining the Notice and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :**

- i. Those shareholder(s) who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. shareholder holding shares in demat form can get their e-mail address registered by contacting their respective Depository Participant.
 - b. shareholder holding shares in physical form, who have not registered/updated their e-mail address and/or KYC details, may register their aforesaid details by submitting relevant ISR Forms duly filled and signed along with requisite supporting documents as prescribed by SEBI (<https://ris.kfintech.com/clientservices/isc/sebi.aspx>) to KFin at Selenium Building, Tower-B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

The aforesaid ISR forms can be accessed from the website of the Company at <https://www.prismjohnson.in/updation-of-kyc-details/> and the website of RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- ii. Shareholder who hold shares in identical names and in the same order of names in more than one folios are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iii. Shareholder who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant, in case of shares are held in electronic form, or by contacting KFin, in case the shares are held in physical form.

15. **General information and instructions relating to remote e-voting :**

A. Remote e-voting through electronic means

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and circular issued by SEBI on e-voting facility provided by the Listed Entities dated September 22, 2025, the shareholders are provided with the facility to cast their vote electronically on the resolutions set forth in this Notice (**'remote e-voting'**) through the e-voting platform provided by KFin.
- b) The shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice.

- c) The details of the process and manner for remote e-voting are given below :
- i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DPID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the E-Voting Event Number ('EVEN') for Prism Johnson Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number of votes cast in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
 - xi. Corporate/institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/power of attorney/authority letter etc., to the Scrutiniser through email at savitajyotiassociates05@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PRISM_EVEN'.
 - xii. Shareholder can cast their vote online from Thursday, March 19, 2026 at 9:00 A.M. IST till Friday, April 17, 2026 at 5:00 P.M. IST. Voting beyond the said date and time shall not be allowed and the remote e-voting facility shall be disabled.

- xiii. Once the vote on a resolution is cast, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- xiv. In case of any queries/grievances related to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or contact KFin on toll free number 1800-309-4001 for any further clarifications or contact Mr. Mohsin Uddin, Senior Manager, KFin Technologies Limited, Selenium Building, Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032, e-mail : einward.ris@kfintech.com, who will also address the grievances connected with the voting by electronic means. Shareholders may also write to the Company Secretary at investor@prismjohnson.in.

B. Procedure to login through websites of Depositories

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

a. National Securities Depository Limited ('NSDL')

1. *User already registered for IDeAS facility*

- i. Type in the browser/Click on the following e-Service link: <https://eservices.nsdl.com>.
- ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.
- iv. Click on company name: 'Prism Johnson Limited' or e-voting service provider 'KFin' and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. *User not registered for IDeAS e-Services*

- i. To register type in the browser / click on link: <https://eservices.nsdl.com>.
- ii. Select 'Register Online for IDeAS' or click on: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Proceed to complete registration with the required fields.
- iv. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. *By visiting the e-voting website of NSDL*

- i. Type in browser/Click on the link: <https://www.evoting.nsdl.com>.
- ii. Click on the icon 'Login' which is available under 'Shareholder/Member/Creditor' section.

- iii. On the login page enter User ID (i.e. 16-digit demat account number held with NSDL, starting with IN), Password/OTP and a Verification Code as shown on the screen.
- iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

Click on company name 'Prism Johnson Limited' or e-Voting service provider name 'KFin' and you will be redirected to e-voting page of KFin for casting your vote during the remote e-voting period.

4. **Shareholders can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.**

NSDL Mobile App is available on



- b. **Central Depository Services (India) Limited ('CDSL')**

1. Existing user who have opted for Easi/Easiest

- i. Type in browser/Click on the link :
<https://web.cdslindia.com/>.
- ii. Click on New System Myeasi.
- iii. Login with User ID and password.
- iv. Option will be made available to reach e-voting page without any further authentication.
- v. Click on e-voting link available against the Company name: 'Prism Johnson Limited' or select e-voting service provider 'KFin' and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. User not registered for Easi/Easiest

- i. Option to register is available at :
<https://web.cdslindia.com/>
- ii. Proceed to complete registration with the required fields.
- iii. On successful registration, please follow steps given under Sr. No.1 to cast your vote.

3. By visiting the e-voting website of CDSL

- i. Type in browser / Click on the link :
URL : <https://evoting.cdslindia.com/Evoting/EvotingLogin>.

- ii. Provide demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.
- iv. Click on e-voting link available against the Company name: 'Prism Johnson Limited' or select e-voting service provider 'KFin' and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants.

Individual Shareholder can also login using the login credentials of his / her demat account through Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Individual Shareholder will be able to see e-voting option. Click on e-voting option and Individual Shareholder will be re-directed to e-voting modules of NSDL/CDSL Depository site after successful authentication. Click on the e-voting link available against the Company name 'Prism Johnson Limited' or select e-voting service provider 'KFin' and Individual Shareholder will be re-directed to the e-voting page of KFin for casting vote during the remote e-voting period.

Important note

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Shareholders facing any technical issue - NSDL	Shareholders facing any technical issue - CDSL
Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No. 1800-1020-990 /+91-22-48867000.	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free No. 1800-2109-911.

**By Order of the Board
For Prism Johnson Limited**

Place : Mumbai
Date : March 16, 2026

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

Registered Office :
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91-40-23400218 Fax : +91-40-23402249
email : investor@prismjohnson.in
website: www.prismjohnson.in
CIN : L26942TG1992PLC014033

EXPLANATORY STATEMENT

In accordance with the provisions of Section 102 and 110 of the Companies Act, 2013 (**‘the Act’**) read with the rules issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and circulars issued thereunder, and the Secretarial Standard on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out the material facts relating to the resolutions set out at Item No. 1 to 3 of the accompanying Notice.

ITEM NO.1

Raheja QBE General Insurance Company Limited (**‘RQBE’**), a public company incorporated under the provisions of the Companies Act, 1956, is a joint venture between Prism Johnson Limited (51%) and QBE Holdings (AAP) Pty Ltd (38.54%) and QBE Asia Pacific Holding Limited (10.46%) (**‘QBE Group of Australia’**). RQBE is registered with Insurance Regulatory and Development Authority of India (**‘IRDAI’**) and is engaged in the business of providing general insurance in India

The performance of RQBE for the last three years and for the nine month period ended on December 31, 2025 is as under :

Particulars	Nine months ended 31-12-2025	₹ Crores		
		FY2024-25	FY2023-24	FY2022-23
Total Revenue	350.58	498.91	277.99	540.16
Profit/(Loss) before tax	(33.06)	(45.34)	(39.53)	(89.99)

Note: Gross Earned Premium (GEP) was considered as revenue up to FY24. From FY25 onwards, Net Earned Premium (NEP) is being considered as revenue in accordance with applicable accounting standards.

Presently, the Company has a 51% shareholding in RQBE. Since the initial investment made by the Company in 2007, and further investments made from time to time, RQBE has not provided adequate cash returns.

Pursuant to the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025, and the Indian Insurance Companies (Foreign Investment) Amendment Rules, 2025, the Government of India has liberalized the foreign direct investment limit in the insurance sector to 100%. In light of this liberalization and with a view to enhancing stakeholder value, unlocking an investment that has not yielded adequate cash returns over a period of time, and enabling the Company to consolidate its resources towards its core businesses, the Board of Directors of the Company has, at its meeting held on March 2, 2026, approved: (a) the divestment of the Company’s entire shareholding of 51% of the paid-up equity share capital in RQBE to QBE Holdings (AAP) Pty Limited (**‘QBE’**), the joint venture partner in RQBE (**‘Proposed Transaction’**); and (b) the execution of a share purchase agreement by and amongst the Company, QBE and RQBE to record the terms and conditions of the Proposed Transaction.

QBE, being desirous of increasing its shareholding in RQBE from 49% to 100% pursuant to the Government's liberalization measures in the insurance sector, has agreed to acquire 51% shareholding of the Company in RQBE at a value of ₹324 Crores. The total consideration to be received by the Company for the Proposed Transaction is subject to certain adjustments on the completion of the Proposed Transaction, in the manner set out in the Share Purchase Agreement.

M/s Rarever Financial Advisors Private Limited, a Category I Merchant Banker registered with the Securities and Exchange Board of India having registration number – INM000013217, an Independent Valuer, was appointed by RQBE to determine the fair market value of RQBE and its equity shares. As per the report dated February 28, 2026 issued by M/s Rarever Financial Advisors Private Limited, the fair market value of RQBE has been estimated to be ₹ 551.84 Crores and the fair market value per equity share of RQBE has been estimated to be ₹ 10.32, as on December 31, 2025.

Pursuant to Section 180(1)(a) of the Act and Regulation 37A of the SEBI Listing Regulations, the board of directors of a company is permitted to exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company only with the approval of the members of the company by way of a special resolution.

For the purposes of Section 180(1)(a) of the Act and Regulation 37A of the SEBI Listing Regulations, an 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year, or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Since the investment of the Company in RQBE exceeds 20% of the Company's net worth as per the audited balance sheet as on the financial year ended March 31, 2025, approval of the members of the Company is being sought for the Proposed Transaction by way of a special resolution under Section 180(1)(a) of the Act and Regulation 37A of the SEBI Listing Regulations.

Regulation 24(5) of the SEBI Listing Regulations, *inter alia*, states that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

As per the Regulation 16(1)(c) of the SEBI Listing Regulations, a 'material subsidiary' means a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. RQBE's networth exceeds 10% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year i.e. FY2024-25, and accordingly RQBE has been classified as a material unlisted subsidiary of the Company in terms of SEBI Listing Regulations. Given that pursuant to the Proposed Transaction, the

Company will cease to hold any shareholding in RQBE, approval of the shareholders of the Company is being sought by way of a special resolution.

The divestment of the Company's entire shareholding in RQBE will result in the termination of the Company's joint-venture with Australia's QBE Group in the general insurance business in India, as well as the existing shareholders' agreement executed between the Company and QBE. Further, upon completion of the divestment, RQBE will cease to be a subsidiary of the Company.

The Company will use the proceeds of the proposed transaction mainly towards repayment of debt.

Therefore, the Board is of the opinion that the proposed divestment is in the overall interest of the Company and recommends the passing of the special resolution at Item No. 1.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business, except to the extent of their shareholding in the Company, if any.

ITEM NO.2 & 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sanjaykumar Shivajee Roy (DIN: 10174959) as an Additional Director and Whole-time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years with effect from March 2, 2026.

Information in terms of provision of Section II of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI Listing Regulations.

I. General Information :

(1) Nature of Industry

Manufacture of Cement, Tiles, Bath Fittings and Ready Mixed Concrete.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on March 26, 1992 and commenced production in September 1997.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(4) Financial performance based on given indicators

Particulars	(₹ in Crores)		
	2024-25	2023-24	2022-23
Total Income	6,857.05	7,107.85	6,744.84
Total Expenses	6,960.29	7,154.93	6,822.18

Exceptional Items	(145.86)	(242.55)	6.84
Profit/(Loss) Before Tax	42.62	195.47	(84.18)
Profit/(Loss) After Tax	102.19	190.25	(58.86)
Networth	1,616.34	1,516.08	1,319.74

(5) Foreign investments or collaborators, if any

- There are no foreign collaborators.
- The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on December 31, 2025 is 3.81%.

II. Information about the appointee :

(1) Background Details

Mr. Sanjaykumar Shivajee Roy, 57 years, holds a Bachelor Degree in Civil Engineering (B.E.) from Pune University and MBA in Marketing Management from Corporate Executive Board, UK. He has over 33 years of rich experience in the Ready Mix Concrete and Construction Industry.

Mr. Roy has led various functions such as Business Development, Strategic Planning, Capex and Project Management, Profit Centre & Key Account Management, Cost saving initiatives, Resource Optimisation etc. During his career span, Mr. Roy was instrumental in various turnarounds in all strategic markets.

He has worked in ACC Limited, part of Adani Group, where his last position was Chief Executive - Concrete Business. Prior to joining the Company, he was in Aparna Enterprises Limited. as Head of Concrete Business.

Mr. Roy joined the Company in March 2025 as Chief Executive Officer (RMC) – Designate and joined the Board as Whole-time Director designated as Executive Director & CEO (RMC) w.e.f. March 2, 2026.

(2) Past Remuneration

The remuneration paid to Mr. Roy as CEO (RMC) for the period March 2025 to February 2026 was ₹ 1.07 Crores.

(3) Recognition or awards

None

(4) Job profile and his suitability

Mr. Roy, as the Executive Director & CEO (RMC) of the Company, is responsible for the general conduct and management of the business and affairs of RMC (India) Division of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company and the Managing Director of the Company. In

view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Roy.

(5) Remuneration proposed

To be decided by the Nomination and Remuneration Committee/Board from time to time within the overall remuneration as stated in the resolution and approved by the shareholders.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the general industry practices, the specific Company profile, knowledge, skills, insights, vast business experience and responsibilities shouldered by Mr. Roy, the remuneration recommended by the Nomination and Remuneration Committee/Board of Directors is in line with industry standards and is fair and reasonable.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, or other Director, if any

Except for the remuneration payable to them, there is no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.

III. Other information :

Basis the last audited financial statement as of March 31, 2025, the information w.r.t. to the following is as under :

(1) Reasons of loss or inadequate profits :

For FY25, the Company reported a standalone Profit After Tax (PAT) of ₹102.19 Crores, which includes an exceptional gain of ₹145.86 Crores and tax adjustments relating to earlier periods amounting to ₹66.92 Crores. Excluding these items, the Company reported a loss before exceptional items and tax of ₹103.24 Crores.

The Company reported inadequate profitability primarily due to sluggish demand conditions, elevated input costs, and pricing pressures across the key businesses, which collectively impacted overall profitability in FY25

(2) Steps taken or proposed to be taken for improvement :

During the first nine months period ended as on December 31, 2025 (9M FY26), your Company implemented several operational and strategic initiatives to improve performance across its businesses.

- **Prism Cement:** Favourable demand conditions and strengthened on-ground marketing in core Central India markets supported higher volumes and improved operating leverage. Additionally, normalisation of raw material costs and focused

cost efficiency initiatives in power & fuel, improved profitability. Consequently, EBITDA per tonne increased to ₹625 in 9M FY26 from ₹255 in 9M FY25.

- **H & R Johnson (India):** Intensified marketing initiatives in its Tiles business led to increased revenues, primarily driven by volume growth. Additionally, normalisation of raw material costs and ongoing plant modernisation resulted in improved profitability, with EBITDA increasing to ₹71.9 crore in 9M FY26 from ₹38.1 crore in 9M FY25.
- **Prism RMC:** Focused on expanding the commercial concrete (CC) business and strengthening customer service, supporting higher CC volumes. Improved plant utilisation and cost optimisation, particularly in freight, led to EBITDA increasing to ₹81.9 Crores in 9M FY26 from ₹59.6 Crores in 9M FY25.

Your Company also undertook balance sheet strengthening measures, including monetisation of certain non-core assets for debt reduction.

Supported by these initiatives, profitability improved with standalone Profit After Tax (including exceptional items) increasing to ₹103.43 Crores in 9M FY26 as against a loss of ₹30.83 Crores in 9M FY25, while Profit Before Tax (before exceptional items) also improved to ₹35.10 Crores in 9M FY26 from a loss of ₹131.01 Crores in 9M FY25, reflecting recovery across the core businesses.

(3) **Expected increase in productivity and profits in measurable terms :**

Building on the initiatives already undertaken, your Company expects further improvement in productivity and profitability, subject to normal business risks and uncertainties, including unforeseen circumstances, geopolitical developments such as the Middle East crisis, energy market disruptions, or other external factors beyond the Company's control.

In the Cement business, ongoing cost initiatives such as renewable energy addition, expansion of Alternative Fuels and Raw Materials (AFR) capacity, logistics cost rationalisation, and continued improvement in premium product mix are expected to support margin expansion.

In the H & R Johnson (India) business, stronger marketing initiatives, expansion of distribution channels, growth in non-tile businesses, and improved plant utilisation are expected to enhance operating margins.

In the RMC business, improvement across segments including Commercial Concrete, Mega Projects supported by a strong project pipeline, and the Construction Chemicals business are expected to drive better operating performance.

Mr. Sanjay Roy joined as Chief Executive Officer of RMC business in March 2025. Under his leadership, the RMC business has already witnessed improved performance, and the Company is cautiously optimistic about its future prospects.

IV. Disclosures

- a) Mr. Roy do not hold any securities of the Company.
- b) Mr. Roy possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- c) Mr. Roy is not related to any Directors on the Board or Key Managerial Personnel.
- d) The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- e) The Company does not pay any bonus, severance fee and no stock options have been granted to the Executive Directors & CEOs.
- f) Mr. Roy do not have any interest in the capital of the Company or any of its subsidiaries directly or indirectly or through any other statutory structures and do not have any direct or indirect interest nor are related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before or on the date of appointment.
- g) Mr. Roy shall not be entitled for the fees for attending meeting of the Board of Directors or Committees.

Mr. Roy satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. Mr. Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given his consent for the appointment.

The Directors are of the view that the Company would benefit by the experience and guidance of Mr. Roy.

Draft agreements proposed to be entered into with Mr. Roy setting out the terms and conditions shall be open for inspection by the shareholders as per the details provided in this Notice.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of Shareholders for appointment of a person on the Board of Directors of a company is required to be obtained, either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board, considering the qualification, experience and expertise of Mr. Roy, recommends the Resolutions set out at Item No. 2 & 3 respectively of the Notice for approval of the shareholders.

Details of Mr. Roy is provided in the 'Annexure' to the Notice pursuant to the provisions of the SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India.

Except for Mr. Roy, who may be deemed to be interested in his appointments, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in these item of business.

This statement may also be regarded as an appropriate disclosure under the Act, SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India.

**By Order of the Board
For Prism Johnson Limited**

Place : Mumbai
Date : March 16, 2026

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

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Annexure

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Director seeking appointment:

Name of the Director	Mr. Sanjaykumar Shivajee Roy
DIN	10174959
Brief Resume	Refer the details given in the explanatory statement
Age in years	57 years
Qualifications	Bachelor Degree in Civil Engineering (B.E.) from Pune University and MBA in Marketing Management from Corporate Executive Board, UK
Brief profile including experience and expertise in specific functional area	Refer the details given in the explanatory statement
Terms and conditions of appointment	Appointment as Whole-time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years w.e.f. March 2, 2026. The other terms and conditions are detailed in the explanatory statement.
Details of remuneration sought to be paid	As per the special resolution at Item No. 3 of the Notice read with statement pursuant to Section 102(1) of the Act thereto.
Details of remunerations last drawn	₹ 1.07 Crores.
Date on which first appointed on the Board	March 2, 2026.
Details of shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the financial year 2025-26	01 Board meeting attended during FY2025-26.
Directorships in Other Indian Companies (including listed Companies resigned in the past three years)	None

Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years)	None
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* *Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations.*